

Philip Heller, PLC (State Bar No. 113938)
Debi A. Ramos, Esq. (State Bar No. 135373)
FAGELBAUM & HELLER LLP
2049 Century Park East, Suite 4250
Los Angeles, California 90067-3254
Telephone: (310) 286-7666
Facsimile: (310) 286-7086
E-Mail: ph@philipheller.com

Attorneys for Plaintiffs, Primarius Capital LLC;
Primarius China Fund LP; Primarius Focus LP;
Primarius Partners LP and Primarius Offshore
Partners Ltd.

**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

PRIMARIUS CAPITAL, LLC;
PRIMARIUS CHINA FUND, LP;
PRIMARIUS FOCUS, LP; PRIMARIUS
PARTNERS, LP; and PRIMARIUS
OFFSHORE PARTNERS LTD.,

Plaintiffs,

vs.

JAYHAWK CAPITAL
MANAGEMENT, LLC; JAYHAWK
CHINA FUND (CAYMAN), LTD.;
JAYHAWK INVESTMENTS, LP;
JAYHAWK INSTITUTIONAL
PARTNERS, LP; KENT C.
MCCARTHY and Does 1 through 100,
inclusive,

Defendants.

Case No.: C 07-01804(EDL)

**STIPULATION AND ~~PROPOSED~~
ORDER** AS MODIFIED

IT IS HEREBY STIPULATED AND AGREED, by and among counsel for
the undersigned parties that:

1. The parties to this action have agreed to submit the claims stated in

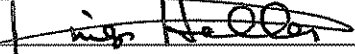
1 Plaintiffs' First Amended Complaint and related counterclaims to arbitration under
2 the auspices of Judicial Arbitration and Mediation Services, Inc.; and

3 2. This action shall be stayed in its entirety pending the outcome of the
4 arbitration referred to in the preceding paragraph. All pending motions and other
5 dates shall be taken off calendar.

6
7 Dated: September 27, 2007

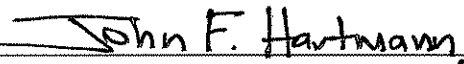
Respectfully submitted,

8 **FAGELBAUM & HELLER LLP**

9
10
11 By: 
12 Philip Heller, PLC
13 Attorneys for Plaintiffs

14 Dated: September 27, 2007

15 **KIRKLAND & ELLIS LLP**

16
17
18 By: 
19 John F. Hartmann
20 Attorneys for Defendants

21 IT IS SO ORDERED, EXCEPT THE CASE MANAGEMENT CONFERENCE IS
22 CONTINUED TO 1/29/08 AT 2:00 P.M. AND THE PENDING MOTIONS ARE DENIED
23 WITHOUT PREJUDICE

24 10/3/07

25 
26 Claudia Wilken
27 United States District Judge
28

PROOF OF SERVICE

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } ss

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action; my business address is 2049 Century Park East, Suite 4250, Los Angeles, California 90067.

On September 27, 2007, served the foregoing document described as *Stipulation and [Proposed] Order* by placing a copy thereof enclosed in sealed envelopes addressed as follows:

[See Attached Service List]

☒ BY U.S. MAIL - I deposited such envelope(s) in the mail at Los Angeles, California. The envelope was mailed with postage thereon fully prepaid as follows: I am readily familiar with this firm's practice of collection and processing correspondence for mailing. Under the practice it would be deposited with the U.S. Postal Service on the same day with postage thereon fully prepaid at Los Angeles, California in the ordinary cause of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit

☐ BY FEDERAL EXPRESS - I deposited such envelope in the drop box at Los Angeles, California. I am readily familiar with this firm's practice of collection and processing correspondence for Federal Express. Under the practice it would be deposited in the Federal Express drop-box for pickup on the same day at Los Angeles, California in the ordinary cause of business.


☐ BY FACSIMILE - I caused such a document to be sent via facsimile to the appropriate facsimile number(s) for the addressee(s) below, at or about _____m. from (310) 286-7086, and received confirmation that the fax transmission was successfully completed.

☐ BY PERSONAL SERVICE - I caused such an envelope to be hand delivered to the office of the addressee.

☐ [State] I declare under penalty of perjury under the laws of the State of California that the above is true and correct.

☒ [Federal] I declare that I am in the office of a member of the bar of this court at whose direction the service was made.

Executed on September 27, 2007 at Los Angeles, California.


Joni Scarlett

SERVICE LIST

John F. Hartmann P.C.
Kirkland & Ellis LLP
200 East Randolph Drive
Chicago, Illinois 60601
TEL: (312) 861-2000
FAX: (312) 861-2200

Attorneys for Respondents, Jayhawk Capital Management LLC, Jayhawk China Fund (Cayman), Ltd., and Jayhawk Investments LP and Kent McCarthy